



## POET TECHNOLOGIES INC. (the "Corporation")

### MANDATE FOR THE BOARD OF DIRECTORS ("Mandate")

#### 1. PURPOSE AND GOAL OF THE BOARD

1.1 The board of directors (the "**Board**") of POET Technologies Inc. (the "**Corporation**") directly, and through its committees, oversees the management of, and provides stewardship over, the Corporation's affairs. The Board's primary goal is to act in the best interests of the Corporation to enhance long-term shareholder value considering the interests of the Corporation's various stakeholders, including shareholders, employees, customers, suppliers and the community. The Board is obligated to act honestly and in good faith with a view to the best interests of the Corporation. The Board is also committed to the principles of good corporate governance and best practices such as those set out in National Policy 58-201 – Corporate Governance Guidelines.

#### 2. AUTHORITY

2.1 The organization of the Board and its authority are subject to any restrictions, limitations or requirements set out in the Corporation's constituting documents, including its articles and by-laws, as well as any restrictions and limitations or requirements set out under applicable laws, including the (the "**Act**"), Canadian securities laws, US securities laws as well as the standards, policies and guidelines of the stock exchange(s) on which the Corporation's securities are listed (collectively, the "**Applicable Law**").

2.2 The Board retains authority over the administration of its own affairs, including:

- a. selecting the Chair of the Board;
- b. forming Board committees (each a "**Committee**", and collectively, the "**Committees**");
- c. delegating powers to Committees; and
- d. developing position descriptions for the Chair of the Board and the chair of each Committee.

2.3 The Board will develop and maintain the Corporation's corporate governance approach, including developing a set of corporate governance principles specific to the Corporation (the "**Governance Principles**") to guide the Board, its Committees, the Corporation's officers, management and employees in completing their duties, responsibilities and obligations in relation to the Corporation. The Governance Principles will comply with the Act and include the best practices contained in NP 58-201 and any other practices approved by the Board.

2.4 The Board is responsible for approving the Corporation's significant operating policies and procedures, including reviewing and approving material changes to existing policies. The Board is also responsible for monitoring Corporation compliance, including Board compliance with these policies.

#### 3. ORGANIZATION

3.1 The Corporation's shareholders elect directors annually to the Corporation's Board. Elections are conducted in accordance with the Act, applicable Canadian securities laws and the Corporation's constituting documents, including its articles and by-laws. The number of directors comprising the Board is determined in accordance with the Corporation's articles and by-laws.

3.2 A majority of the directors on the Board must be independent in accordance with Applicable Law. The Board shall establish and maintain procedures and policies to ascertain director independence and address conflict of interest issues. No Board member may serve simultaneously on the board of directors of more than four (4) other public companies unless the Board determines that simultaneous service will not materially adversely affect the Board from acting independently or from fulfilling its mandate in accordance with Applicable Law.



- 3.3 Each Board member will complete a Directors and Officers Information Form to help the Corporation meet its continuous disclosure requirements under Applicable Law, and to help identify any director independence issues or conflicts of interest.

#### 4 COMMITTEES

- 4.1 In accordance with [Section 2.2\(c\)](#) and [Section 2.2\(d\)](#), the Board will establish and delegate some of its responsibilities and powers, permitted under Applicable Law, to its Committees. At a minimum, the Board will establish an Audit Committee, a Compensation Committee and a Corporate Governance and Nomination Committee. The Board may form other Committees at its discretion.
- 4.2 Every Committee must be comprised entirely of independent directors unless otherwise authorized by the Board in its discretion.
- 4.3 Every Committee must create and maintain a Committee Mandate outlining its responsibilities, including those responsibilities set out in NP 58-201, to be approved by the Board.
- 4.4 Every Committee Mandate must be disclosed in accordance with NI 58-101, and made publicly available on the Corporation's website.

#### 5 POSITION DESCRIPTIONS

- 5.1 The Board, with the assistance of the Corporate Governance and Nominating Committee will develop clear position descriptions for the Chair of the Board and the Chair of each Committee.
- 5.2 The Board, together with the [Chief Executive Officer ("CEO")] will develop a clear position description for the CEO (including delineating management responsibilities) and will develop or approve the corporate goals and objectives that the CEO is responsible for meeting.

#### 6 RISK MANAGEMENT

- 6.1 The Board is responsible for the identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks. The Board's responsibility to oversee risk management includes receiving reports from management on the status of risk management activities, reviewing reports on spending in relation to approved budgets and overseeing the financial reporting process of the Corporation. The Board should review the effectiveness of the Corporation's system of internal controls, at minimum, on an annual basis.
- 6.2 To ensure clear delineation of roles and responsibilities, the Board will develop management authority guidelines to distinguish between areas of Board authority, including Committee authority, and those delegated to the CEO and other management personnel. These guidelines must set out matters that must be presented to the Board for review. Matters to be presented to the Board for review include any material acquisitions, dispositions and capital expenditures, major contracts, and significant finance-related issues.
- 6.3 The Board will approve the Corporation's annual budget and will receive reports from management in respect of the Corporation's actual results and a comparison of the actual results to the Corporation's annual budget.

#### 7 STRATEGIC PLANNING

- 7.1 The Board is responsible for adopting the Corporation's strategic planning process (the "**Planning Process**"). Using the Planning Process, the Board will participate with management in creating the Corporation's strategic plan (the "**Plan**"). The Board should approve the Plan before its implementation. The Board will not approve the Plan if the Plan does not:
  - a. recognize, and capitalize or mitigate (as applicable) the opportunities and risks of the Corporation's business; or



- b. does not describe how the Corporation will implement the Plan to achieve the Corporation's long-term goals.

7.2 The Board will seek regular status reports from the Corporation's management in relation to the Corporation's performance, as compared to the Plan.

## **8 CODE OF BUSINESS CONDUCT AND ETHICS**

8.1 The Board should adopt a written Code of Ethics and Business Conduct (the "**Code**") as part of its efforts to promote a culture of integrity and honesty throughout the Corporation. The Code will apply to the Board itself and the Corporation's management and employees.

8.2 The Board may grant any waivers to the Code in certain circumstances, provided a waiver would be in accordance with Applicable Law. If the Board grants a waiver to the Code, the Board will determine if disclosure of the waiver is necessary in accordance with Applicable Law. Contents of such disclosure will be in compliance with NP 58-201 and NI 58-101.

8.3 On occasion, the Board must review and analyze the conduct of the [CEO] and senior management to satisfy itself that these individuals are complying with the Code and are creating a culture of integrity throughout the Corporation.

## **9 MANAGEMENT OVERSIGHT**

9.1 The Board will oversee Corporation's management, including:

- a. appointing, training and monitoring the CEO and other senior management;
- b. developing the CEO's position description in accordance with [Section 5.2](#);
- c. developing or approving the corporate goals and objectives of the CEO and of other senior management;
- d. determining the compensation of the CEO and of other senior management; and
- e. assessing the performance of the CEO and other senior management, taking into consideration:
  - (i) such person's position description;
  - (ii) such person's goals and objectives;
  - (iii) the Governance Principles, including the individual's adherence to the Governance Principles;
  - (iv) the efforts made by such person to promote a culture of integrity at the Corporation; and
  - (v) the Plan.

9.2 All management incentive plans tied to the Corporation's performance must first be approved by the Board.

## **10 COMMUNICATIONS AND DISCLOSURE**

10.1 The Board will oversee the development and adoption of a disclosure policy to promote consistent disclosure practices by the Corporation in connection with the disclosure of material information about the Corporation and the Corporation's communications with external parties, including shareholders, the media and members of the investment community.

10.2 Representatives from the Board will be present at all shareholders' meetings to respond to shareholder questions relating to the Board's activities, duties and obligations.

10.3 The Board will appoint an independent, non-executive director to be available to shareholders with concerns should shareholder communications with the Board Chair, the [CEO] or other executive officers fail to resolve the issue or such contact is inappropriate.

10.4 The Board will ensure the Corporation's financial performance is reported to shareholders, other security holders and regulators on a timely and regular basis in accordance with Applicable Law, and that reasonable



steps are taken to ensure timely reporting of events, in accordance with Applicable Law, having a significant and material impact on the Corporation.

## **11 WHISTLEBLOWER POLICY**

11.1 The Board will, in conjunction with the Audit Committee, establish a whistleblower policy for the Corporation allowing Corporation employees, officers, directors and other stakeholders, including the public, to raise, anonymously or not, questions, complaints or concerns about the Corporation's practices, including fraud, policy violations, any illegal or unethical conduct, and any Corporation accounting, auditing or internal control matters. The Board will ensure that any questions, complaints or concerns are adequately received, reviewed, investigated, documented and resolved.

## **12 MEETINGS**

12.1 Meetings of the Board will be called, scheduled and held in accordance with the Corporation's constituting documents, including its articles and by-laws, as well as under Applicable Law.

12.2 Quorum for a Board meeting will be a majority of the directors. All directors are expected to attend and be prepared to participate, including reviewing all meeting materials before every Board meeting.

12.3 The Board will provide at least two (2) days' notice of a meeting, unless all members of the Board consent to another time period or waive notice.

12.4 The Chair of the Board will seek input from the directors and Corporation's management, when setting each Board meeting's agenda.

12.5 Any written material to be provided to directors for a Board meeting must be distributed in advance of the meeting to give directors time to review and understand the information. All material provided to directors will be relevant and concise.

12.6 The CEO, chief financial officer of the Corporation ("CFO") and any other member of senior management may, if invited by the Chair of the Board, attend, give presentations relating to their responsibilities and otherwise participate at Board meetings.

12.7 The Corporation's secretary, or if there is no Corporation secretary, any attendee nominated by the Chair of the Board, will be the secretary of the meeting.

12.8 The Chair of the Board/Corporation secretary will circulate minutes of all Board meetings to the Board and will ensure that all minutes of meetings, or written resolutions in lieu of a meeting, are filed in the Corporation's minute book.

12.9 The independent directors will meet separately after every regularly scheduled Board meeting without non-independent members, and members of management in attendance. The independent directors may also hold other meetings at such times and with such frequency as the independent directors consider necessary.

## **13 DIRECTOR EDUCATION AND TRAINING**

13.1 The Board will provide newly elected directors with an orientation program to educate them on the Corporation, their roles and responsibilities on the Board or Committees, as well as the Corporation's internal controls, financial reporting and accounting practices. In addition, directors will, from time to time, as required and as circumstances permit, receive:

- a. training to increase their skills and abilities, as it relates to their duties and their responsibilities on the Board; and
- b. continuing education about the Corporation to maintain a current understanding of the Corporation's business, including its operations, internal controls, financial reporting and accounting practices.

## **14 ASSESSMENTS**

- 14.1 The Board, the Committees and each director will perform an annual self-assessment on its, his or her contribution and effectiveness. The Board and any Committee will consider its Mandate, and any director will consider his or her position description, when performing a self-assessment.
- 14.2 The Board will assess, on at least an annual basis, any policy, procedure, guideline or standard, including this Mandate, created by the Board to manage or fulfill its roles, duties and responsibilities, to ensure that they remain current and relevant. The Board will ensure that each Committee shall perform the same assessment in relation to any Committee policy, procedure, guideline or standard.

## **15 ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS**

- 15.1 To fulfill its roles, duties and responsibilities effectively, the Board may contact and have discussions with the Corporation's external auditors and the Corporation's officers and employees and request Corporation information and documentation from these persons.
- 15.2 The Board may, in its sole discretion, retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Mandate. The Board may set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Corporation.

## **16 NO RIGHTS CREATED**

- 16.1 This Mandate is a broad policy statement and is attended to be part of the Board's flexible governance framework. While this Mandate should comply with all Applicable Law and the Corporation's constating documents, including articles and by-laws, this Mandate does not create any legally binding obligations on the Board, any Committee, any director or the Corporation.

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**Approved by the Board of Directors on August 28, 2019.**

**Re-affirmed by the Board of Directors on March 24, 2021.**